

Form PTO-1594 (Rev. 07/05)
 OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
 United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies): The Center for Creative Strategy and Innovation, Inc.</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>North Carolina</u> <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>CCSI INVESTORS, LLC</u></p> <p>Internal Address: <u>Suite 260</u></p> <p>Street Address: <u>10115 Kinsey Avenue</u></p> <p>City: <u>Huntersville</u></p> <p>State: <u>NC</u></p> <p>Country: <u>USA</u> Zip: <u>28078-6486</u></p> <p> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other <u>LLC</u> Citizenship <u>Delaware</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance /Execution Date(s) : Execution Date(s) <u>July 1, 2005</u></p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>ASSET PURCHASE AGREEMENT</u></p>	<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>78/460,291</u></p> <p>B. Trademark Registration No.(s) <u>2,990,586</u></p> <p>Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>IDEADYNAMICS (Filed 08/02/2004)</u> <u>IDEARIVER (Reg. Date 08/30/2005)</u></p>
<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Summa, Allan & Additon, P.A.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>11610 N. Community House Rd</u> <u>Suite 200</u></p> <p>City: <u>Charlotte</u></p> <p>State: _____ Zip: <u>28277-2199</u></p> <p>Phone Number: <u>704-945-6703</u> Fax Number: <u>704-945-6735</u> Email Address: <u>ibashe@summalaw.com</u></p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$ <u>65.00</u></p> <p> <input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers <u>0510</u> Expiration Date <u>06/2006</u></p> <p>b. Deposit Account Number _____ Authorized User Name _____</p>
<p>9. Signature: <u>Jesse B. Ashe, III</u> <u>January 30, 2006</u> Signature Date</p> <p>Name of Person Signing Total number of pages including cover sheet, attachments, and document: 7</p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$65.00 78460291

**ASSET PURCHASE AGREEMENT
EXECUTION DATE JULY 1, 2005
CONVEYING PARTIES (LIST OF SHAREHOLDERS)
PAGE 2
SUBMITTED TO ASSIGNMENT RECORDATION SERVICES
JANUARY 30, 2006**

Name

W. Christopher Brumlow	Shareholder
Barry Gardebled	Shareholder
William L. Sparks	Shareholder
Keith M. Eades	Shareholder
John V. Moore	Shareholder
David L. Hood, Jr.	Shareholder

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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (the "Agreement"), dated as of July 1, 2005, is between CCSI INVESTORS, LLC, a Delaware limited liability company (the "Buyer"), THE CENTER FOR CREATIVE STRATEGY AND INNOVATION, INC., a North Carolina corporation (the "Seller"), W. CHRISTOPHER BRUMLow, an individual resident of Davidson, North Carolina, BARRY GARDEBLED, an individual resident of Charlotte, North Carolina, WILLIAM L. SPARKS, an individual resident of Charlotte, North Carolina, KEITH M. EADES, an individual resident of Charlotte, North Carolina, JOHN V. MOORE, an individual resident of Charlotte, North Carolina, and DAVID L. HOOD, JR., an individual resident of Charlotte, North Carolina (each a "Shareholder" and collectively, the "Shareholders"). Capitalized terms used but not defined herein have the meanings set forth in Appendix A.

BACKGROUND STATEMENT

The Seller is engaged in the business of providing organizational innovation management consulting services and software to clients and partner organizations (the "Business"). The Seller desires to sell, and the Buyer desires to purchase, substantially all of the assets of the Seller, for the consideration and on the terms set forth herein.

STATEMENT OF AGREEMENT

The parties hereto agree as follows:

ARTICLE I

PURCHASE TRANSACTION

1.1 General. On the terms and subject to the conditions of this Agreement, the Seller hereby sells, conveys, assigns, transfers and delivers to the Buyer, and the Buyer hereby acquires and accepts from the Seller, all of the Purchased Assets, free and clear of all Liens, except for Permitted Liens.


1.2 Purchased Assets. For purposes of this Agreement, the term "Purchased Assets" means all of the assets, rights and properties owned, used or useable by the Seller, and all of the Seller's rights therein including, without limitation, the following assets, rights and properties, but excluding the Excluded Assets:

- (a) All Fixed Assets of the Seller;
- (b) All cash of the Seller, and all cash equivalents and investments of the Seller;
- (c) All Accounts Receivable of the Seller;
- (d) All Permits held or owned by or issued or made available to the Seller and all pending applications therefor or renewals thereof, to the extent transferable with or without the consent of any Person;
- (e) All intangible rights and property of the Seller, including all Proprietary Rights of the Seller and all telephone, telecopy and e-mail addresses, websites and listings of the Seller;
- (f) All Software of the Seller;

IN WITNESS WHEREOF, the parties have executed this Agreement under seal as of the date first written above.

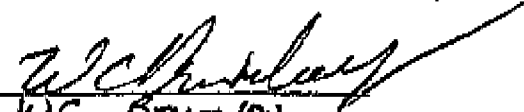
THE BUYER:

CCSI INVESTORS, LLC


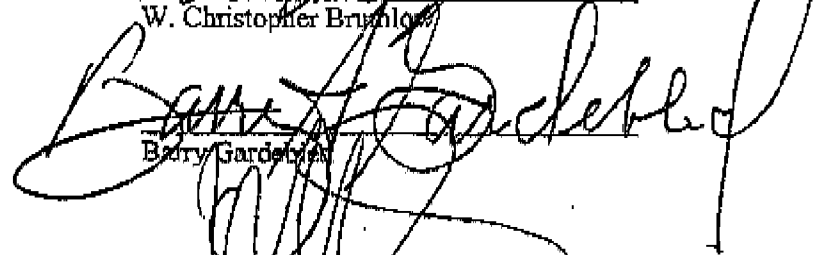
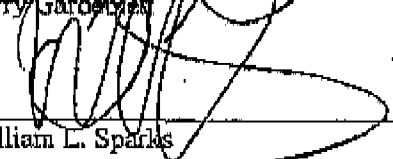
By: 
Name: MICHAEL F. RANDOLPH, JR.
Title: MANAGING PARTNER

THE SELLER:

THE CENTER FOR CREATIVE STRATEGY AND INNOVATION, INC.

By: 
Name: W.C. Brunlow
Title: President

THE SHAREHOLDERS:


W. Christopher Brunlow

Barry Gardel

William L. Sparks

Keith M. Eades

John V. Moore

David L. Hood, Jr.

IN WITNESS WHEREOF, the parties have executed this Agreement under seal as of the date first written above.

THE BUYER:

CCSI INVESTORS, LLC

By: _____
Name: _____
Title: _____

THE SELLER:

**THE CENTER FOR CREATIVE
STRATEGY AND INNOVATION, INC.**

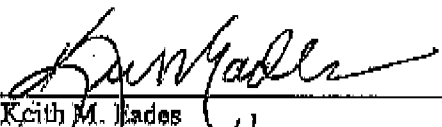
By: _____
Name: _____
Title: _____

THE SHAREHOLDERS:

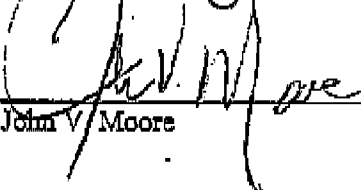
W. Christopher Brumlow

Barry Gardebled

William L. Sparks



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John V. Moore

David L. Hood, Jr.

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By: _____
Name: _____
Title: _____

THE SELLER:

**THE CENTER FOR CREATIVE
STRATEGY AND INNOVATION, INC.**

By: _____
Name: _____
Title: _____


THE SHAREHOLDERS:

W. Christopher Brunlow

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William L. Sparks

Keith M. Eades

John V. Moore


David L. Hood, Jr.

C-935533v4 12563,00011

[Signature Page to the Asset Purchase Agreement]